

RECORDATION NO. 6962 Filed & Recorded

JUN 13 1974 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of April 1, 1974, by and between

THE CHASE MANHATTAN BANK (National Association), a national banking association organized and existing under the laws of the United States of America (the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Company"), party of the second part;

W I T N E S S E T H That:

WHEREAS, by agreement dated as of April 1, 1973, as amended (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 2 OF 1973; and

WHEREAS by the Agreement the Trustee did let and lease unto the Company certain railroad equipment (the "Equipment") therein particularly described for a term of fifteen (15) years from and after April 1, 1973, upon the terms and conditions therein specified; and

WHEREAS, in the last paragraph of Section 3.4 of the Agreement, it is provided that if the aggregate final cost of the trust equipment therein described shall be less than 125% of the aggregate principal amount of Trust Certificates issued thereunder, the Company will cause to be sold, assigned, transferred and set over unto the Trustee additional equipment in such amount and of such cost that the aggregate final cost of the trust equipment will be at least 125% of the aggregate principal amount of such Trust Certificates; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 3.4 of the Agreement, now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as trustee under the Agreement, two (2) new 70-ton 50'6" Double Door Box Cars bearing road numbers 540016 and 540017 (the "Additional Equipment"):

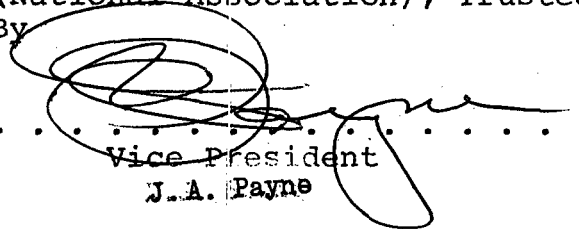
NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all its right, title, and interest under the contract for the acquisition of the Additional Equipment, and the Trustee does hereby let and lease to the Company for the remainder of the term of the Agreement, to wit, to and including April 1, 1988, the Additional Equipment, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original railroad equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.


This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

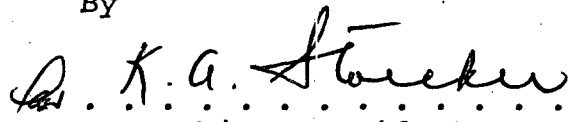
THE CHASE MANHATTAN BANK
(National Association), Trustee,
By


.....
Vice President
J.A. Payne

ATTEST:


.....
Assistant Secretary
D.G. SWEET

SOUTHERN RAILWAY COMPANY,
By


.....
Vice President

ATTEST:


.....
Assistant Secretary

STATE OF NEW YORK)
) ss:
County of New York)

On this 31st day of May, 1974, before me personally appeared J.A. Payne, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK (National Association), that one of the seals affixed to the foregoing instrument is the corporate seal of said national association, that said instrument was signed and sealed on behalf of said national association pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

Donald G. Bowie
DONALD G. BOWIE
NOTARY PUBLIC, State of New York
No. 24-4504477
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1975

DISTRICT OF COLUMBIA.

On this 4th day of June, 1974, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lawrence A. Huff
LAWRENCE A. HUFF
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 30, 1977